

## **Form 51-102F3**

### ***Material Change Report***

#### **Item 1: Name and Address of Company**

CLEMSON RESOURCES CORP. (the “Company”)  
Suite 918, 1030 West Georgia Street  
Vancouver, British Columbia V6E 2Y3

#### **Item 2 Date of Material Change**

January 17, 2012.

#### **Item 3 News Release**

The news release was disseminated on January 19, 2012, by way of Stockwatch and Market News Publishing Inc.

#### **Item 4 Summary of Material Change**

The Company has entered into an option agreement dated January 17, 2012 with Eagle Plains Resources Ltd. pursuant to which the Company has been granted an option to acquire up to a 60% interest in and to the Kalum Property, which consists of certain mineral claim tenures located approximately 30 kilometres northwest of Terrace, British Columbia, the completion of which will result in a “Change of Business” for the Company pursuant to TSX Venture Exchange policies, and upon completion of the acquisition, the Company will be classified as a Tier 2 Mining Issuer.

#### **Item 5 Full Description of Material Change**

##### **5.1 Full Description of Material Change**

The Company has entered into an option agreement dated January 17, 2012 with Eagle Plains Resources Ltd. (“Eagle Plains”) (TSX-V:EPL) pursuant to which Eagle Plains has granted to the Company an option to acquire (the “Acquisition”) up to a 60% interest in and to the Kalum Property, which consists of certain mineral claim tenures located approximately 30 kilometres northwest of Terrace, British Columbia.

The Company, formerly named MetroBridge Networks International Inc., previously owned and operated a wireless network of multiple points of presence, connected wirelessly through microwave radio technology, that provided a commercial-grade internet connection to its subscribers. The completion of the Acquisition will result in a “Change of Business” for the Company pursuant to TSX Venture Exchange (the “Exchange”) policies, and upon completion of the Acquisition, the Company will be classified as a Tier 2 Mining Issuer.

## **The Acquisition**

In order to acquire the 60% interest in the Kalum Property, the Company must pay Eagle Plains an aggregate of \$250,000 and issue to Eagle Plains an aggregate of 1,100,000 common shares of the Company, such payments to be made and common shares to be issued in stages over a period ending four years from the date that the Exchange issues its approval of the Acquisition. Further, the Company must incur aggregate expenditures of \$3,000,000 on the Kalum Property in stages over a period ending on December 31, 2015.

A finders' fee will be paid to an arms' length party for introducing Eagle Plains to the Company. Completion of the Acquisition is subject to a number of conditions, including, but not limited to, Exchange acceptance of the Acquisition. There can be no assurance that the transaction will be completed as proposed, or at all.

## **Eagle Plains**

Eagle Plains is a publicly held mineral exploration company listed on the Exchange and incorporated pursuant to the laws of Alberta. Financial information regarding Eagle Plains is publicly available at [www.sedar.com](http://www.sedar.com).

The Company expects to rely on an exemption from sponsorship requirements in accordance with the policies of the Exchange. There can be no assurance that such exemption will be available to the Company. The Company's non-arm's length parties have no interest in Kalum Property and have no non-arm's length relationship with Eagle Plains.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer who is knowledgeable about the material change and this Report**

Martin Bajic, Chief Financial Officer

Business Telephone: (604) 628-1240

Facsimile: (604) 628-2650

### **Item 9 Date of Report**

January 23, 2012.